I. CONSTITUTION.

Sociedad Química y Minera de Chile S.A., hereinafter also and indistinctly referred to as the Corporation or SQM, was constituted by public deed awarded on June 17, 1968 before Santiago Notary Public Mr. Sergio Rodríguez Garcés. Its abstract was registered on June 29, 1968 in the Business Registry of the Santiago Real Estate Property Register, on page 4.533 No. 1.991. The Corporation’s existence was approved by Decree No. 1.164 (Decreto Supremo No. 1.164) from June 22, 1968 of the Ministry of Finance, and also registered on June 29, 1968 in the Business Registry of the Santiago Real Estate Property Register, on page 4.537 No. 1.992, and inscribed within the margin of the corporate registration. The abstract of the articles of incorporation, approved by the Superintendency of Insurance Companies, Corporations, and Stock Exchanges, and the Decree authorizing the Corporations’ existence, were published in the Official Gazette (Diario Oficial) No. 27.080, on June 29, 1968.

II. AMENDMENTS.

1. The By-Laws were amended at the Corporation’s General Extraordinary Shareholders’ Meeting held on October 9, 1969 and an abstract was executed into public deed on October 13, 1969 before Santiago Notary Public Mr. Sergio Rodríguez Garcés. The abstract of this deed, approved by the Superintendency of Insurance Companies, Corporations, and Stock Exchanges, was registered on February 5, 1970 in the Business Registry of the Santiago Real Estate Property Register, on page 947 No. 447, and inscribed within the margin of the corporate registration. The amendment was approved by Decree No. 63 of January 26, 1970 of the Ministry of Finance, and was registered on February 5, 1970 in the Business Registry of the Santiago Real Estate Property Register, on page 948 No. 448, and inscribed within the margin of the abstract’s registration of the deed of amendment. The deed of amendment’s abstract and the Decree approving the amendment were published in the Official Gazette No. 27.566 on February 7, 1970.

   Among other matters, this amendment established a preferred dividend for Series “A” shares of the Corporation’s net earnings originated in the draw-back awarded by Decree No. 914 of September 4, 1969 of the Ministry of Economy, Development and Reconstruction.

2. The By-Laws were amended at the Corporation’s General Extraordinary Shareholders’ Meeting held on April 21, 1977 and an abstract was executed into public deed on May 19, 1977 before
Santiago Notary Public Mr. Jaime Morándé Orrego. This public deed was subsequently complemented by the public deeds awarded on May 15 and September 21, 1978, before Santiago Notary Public Mr. Jaime Morándé Orrego. The amendment was approved by means of Exempt Resolution No. 256-S of June 27, 1979 of the Superintendency of Insurance Companies, Corporations, and Stock Exchanges. The certificate from the General Secretary of that Superintendency regarding the mentioned Resolution and abstract of the deed of amendment, was published in the Official Gazette No. 30.408 on July 7, 1979, registered in the Business Registry of the Santiago Real Estate Property Register on page 8.068 No. 4.908 on July 9, 1979, and inscribed within the margin of the corporate registration.

Among other matters, this amendment specified the corporate purposes, eliminated the division of shares into Series, increased the payment term for share capital and reduced the period for SQM’s Directors to 2 years.

3. The By-Laws were amended at the Corporation’s General Extraordinary Shareholders’ Meeting held on April 19, 1979 and an abstract was executed into public deed on May 18, 1979 before Santiago Notary Public Mr. Jaime Morándé Orrego. This deed was subsequently complemented by a public deed executed on January 8, 1980 before Santiago Notary Public Mr. Jaime Morándé Orrego. The amendment was approved by means of Resolution No. 020-S of January 14, 1980 of the Superintendency of Insurance Companies, Corporations, and Stock Exchanges. The certificate of the General Secretary of that Superintendency regarding this Resolution, the abstract of the deed of amendment and its complementary deed was registered in the Business Registry of the Santiago Real Estate Property Register, on page 1.080, No. 569, on January 21, 1980, and inscribed within the margin of the corporate registration. The abstract of the deed of amendment and the aforementioned certificate were published in the Official Gazette No. 30.572, on January 24, 1980.

Among other matters, this amendment reduced the number of Directors to 7 and eliminated the positions of alternate Directors.

4. The By-Laws were amended at the Corporation’s General Extraordinary Shareholders’ Meeting held on July 6, 1981 and an abstract was executed into public deed on July 6, 1981 before Santiago Notary Public Mr. Jaime Morándé Orrego. This deed was subsequently complemented by a public deed also executed before Santiago Notary Public Mr. Rubén Galecio Gómez, on October 20, 1981. The amendment was approved by means of Resolution No. 652 of October 21, 1981 from the Superintendency of Securities and Insurance. The certificate of the General Secretary of that Superintendency regarding the mentioned Resolution, the abstract of the deed of amendment and the complementary deed was registered in the Business Registry of the Santiago Real Estate Property Register, on page 23.170 No. 12.751, on December 15, 1981 and inscribed within the
Among other matters, this amendment increased share capital of US$ 40,000,000, divided into 40,000,000 shares with a nominal value of US$ 1 each, to US$ 123,491,099 divided into 123,491,099 shares with a nominal value of US$ 1 each.

5. The By-Laws were amended at the Corporation’s General Extraordinary Shareholders’ Meeting held on April 14, 1982 and an abstract was executed into public deed on April 15, 1982 before Santiago Notary Public Mr. Rubén Galecio Gómez. The abstract of this deed of amendment was published in the Official Gazette No. 31.255 on May 4, 1982, registered in the Business Registry of the Santiago Real Estate Property Register on page 7.600, No. 4.184 on May 7, 1982, and inscribed within the margin of the corporate registration.

Among other matters, this amendment adjusted the by-laws to comply with the provisions of Law No. 18.046 of 1981.

6. The By-Laws were amended at the Corporation’s General Extraordinary Shareholders’ Meeting held on August 5, 1982 and an abstract was executed into public deed on September 6, 1982, before Santiago Notary Public Mr. Patricio Zaldívar Mackenna. The abstract of this deed of amendment was published in the Official Gazette No. 31.377, on September 27, 1982, registered in the Business Registry of the Santiago Real Estate Property Register, on page 16.546, No. 9.482 on September 27, 1982, and inscribed within the margin of the corporate registration.

Among other matters, this amendment voluntarily subjected the Corporation to the regulations governing publicly-held corporations and, thereby, obligated it to register its stock in the National Security Register (Registro Nacional de Valores) and establish the incompatibility of the position of Chief Executive Officer with that of Director, Auditor or Accountant and to specify that SQM’s General Ordinary Shareholders’ Meeting appoints the Corporation’s External Auditors on a yearly basis.

7. The By-Laws were amended at the Corporation’s General Extraordinary Shareholders’ Meeting held on July 26, 1984 and an abstract was executed into public deed on August 9, 1984 before Santiago Notary Public Mr. Mario Baros González. The abstract of the deed of amendment was published in the Official Gazette No. 31.962, on August 31, 1984, registered in the Business Registry of the Santiago Real Estate Property Register on page 12.682, No. 6.912, on August 31, 1984, and inscribed within the margin of the corporate registration.
Among other matters, this amendment reduced share capital to US$79,528,455 by absorbing losses of US$43,962,644 accumulated as of December 31, 1983, thus leaving the Corporation’s share capital divided into 123,491,099 shares without nominal value.

8. The By-Laws were amended at the Corporation’s General Extraordinary Shareholders’ Meeting held on August 8, 1986 and an abstract was executed into public deed on August 12, 1986 before Santiago Notary Public Mr. Mario Baros González. The abstract of this deed of amendment was registered in the Business Registry of the Santiago Real Estate Property Register, on page 15.600, No. 8.754, on August 22, 1986 and inscribed within the margin of the corporate registration. This abstract was corrected, registering the correction on page 17.211, No. 9.564, on September 15, 1986 and inscribing it within the margin of the aforementioned Business Registry. Both abstracts were published in the Official Gazettes No. 32.554 and No. 32.572, on August 22, 1986 and September 13, 1986, respectively.

Among other matters, this amendment adapted the By-Laws to provisions contained in Title XII of Decree Law No. 3.500 of 1980, adding Articles 1 Bis, 5 Bis, 16 Bis, 18 Bis, 27 Bis, 28 Bis, 31 Bis, 36 Bis and a ninth chapter with "Special Regulations".

9. The By-Laws were amended at the Corporation’s General Extraordinary Shareholders’ Meeting held on December 5, 1988 and an abstract was executed into public deed on January 19, 1989 before Santiago Notary Public Mr. Patricio Zaldívar Mackenna. The abstract of this deed of amendment was registered in the Business Registry of the Santiago Real Estate Property Register, on page 3.263, No. 1.555, on February 1, 1989, inscribed within the margin of the corporate registration and published in the Official Gazette No. 33.289, on February 3, 1989.

Among other matters, this amendment modified the Corporations’ name, established its indefinite duration and extended its corporate purposes.

10. The By-Laws were amended at the Corporation’s General Extraordinary Shareholders’ Meeting, held on April 23, 1993 and an abstract was executed into public deed on April 27, 1993 before Santiago Notary Public Mr. Juan Ricardo San Martín Urrejola. The abstract of this deed of amendment was published in the Official Gazette No. 34.554 on April 30, 1993, registered on page 8.675, No. 7.186 of the Business Registry of the Santiago Real Estate Property Register for 1993 and inscribed within the margin of the corporate registration.

Among other matters, this amendment (a) increased the Corporation’s share capital of US$79,528,455, divided into 123,491,099 shares without nominal value and fully paid, to US$229,528,455 divided into 123,491,099 Series A shares without nominal value and fully paid,
and 83,007,413 Series B shares without nominal value, either fully paid or payable, 16,601,482 shares with US$30,000,000 by means of immediate capitalization of retained earnings equal to that amount, and 66,405,931 shares with US$120,000,000 by means of issuing, subscribing, and paying for these shares within three years of April 23, 1993; (b) established that only Series A shares are able to separately elect, in the respective Meeting, Directors and Inspectors of the Corporation’s accounts and their respective alternates; (c) established that only Series B shares are able to separately elect, in the respective Meeting, the Corporation’s External Auditors; (d) determined that the aforementioned privileges will be in force for 50 years from April 23, 1993; and (e) replaced articles 5, 11, 12, 31, and 32 of the By-Laws and included 2 new temporary articles into the By-Laws.

11. The By-Laws were amended at the Corporation’s General Extraordinary Shareholders’ Meeting held June 3, 1993 and an abstract was executed into public deed on June 3, 1993 before Santiago Notary Public Mr. Juan Ricardo San Martín Urrejola. The abstract of this deed of amendment was published in the Official Gazette No. 34,584 on June 7, 1993, and registered on page 13.866 No. 11.475 of the Business Registry of the Santiago Real Estate Property Register for 1993. This abstract was corrected and the corrections were published in the Official Gazettes No. 34.589, No. 34.600 and No. 34.609 on June 14, 1993, June 26, 1993 and July 8, 1993, respectively. The corrections were registered on page 15.410, No. 12.761, on July 23, 1993 of the Business Registry of the Santiago Real Estate Property Register for 1993 and inscribed, along with the aforementioned abstract of the deed of amendment, within the margin of the corporate registration.

Among other aspects, this amendment: (a) revoked and fully annulled all agreements adopted at the Corporation’s General Extraordinary Shareholders’ Meeting held June 3, 1993, an abstract of which was executed into public deed on June 3, 1993 before Santiago Notary Public Juan Ricardo San Martín Urrejola; (b) increased the share capital of US$79,528,455, divided into 123,491,099 shares without nominal value and fully paid, to US$229,528,455 divided into 123,491,099 Series A shares without nominal value and fully paid and 83,007,413 Series B shares without nominal value and paid or to be paid, 16,601,482 shares with US$30,000,000 by means of immediate capitalization of retained earnings for that amount, and 66,405,931 with US$120,000,000 by means of issuing, subscribing and paying for such shares within three years of June 3, 1993; (c) increased the number of Directors from 7 to 8; (d) established that Series B shares have a restricted right to vote, since they can only elect 1 Director; (e) established the preference of Series B shares to enable them to -i- call an Ordinary or Extraordinary Meeting when requested by Series B shareholders representing at least 5% of the issued Series B shares and -ii-, call an Extraordinary Board of Directors’ Meeting without the Chairman’s authorization, when requested by the Director elected by Series B shareholders; (f) indicated that before a tie in electing the Chairman, a new election will be called excluding the Director elected by Series B shareholders, and that this
exclusion represents a preference for Series A shares; (g) determined that the aforementioned privileges will be in force for 50 years from June 3, 1993; and (h) replaced Articles 5, 9, 11, 12, 14, 15, 19, 28, 30, 31, and, 32 of the By-Laws, and included 2 new temporary articles to the By-Laws. 12. The By-Laws were amended at the Corporation’s General Extraordinary Shareholders’ Meeting held on December 19, 1994 and an abstract was executed into public deed on December 26, 1994 before Santiago Notary Public Mr. Juan Ricardo San Martín Urrejola. The abstract of this deed of amendment was published in the Official Gazette on January 6, 1995, registered on January 16, 1995 on page 1.391, No. 1.113 of the Business Registry of the Santiago Real Estate Property Register for 1995 and inscribed within the margin of the corporate registration. This abstract was corrected and the correction was published in the Official Gazette No. 35.067 on January 14, 1995 and inscribed within the margin of the aforementioned registration.

Among other matters, this amendment: (a) adapted the By-Laws to the provisions of Law No. 19.301; (b) extended the specific corporate purposes; (c) indicated that the Corporation’s share capital amounts to US$265,669,746 divided into 120,376,972 Series A shares without nominal value and fully paid, and 83,007,413 Series B shares without nominal value and fully paid; (d) replaced articles 5 Bis, 31, 31 Bis, 41 and 43 of the By-Laws and (e) annulled the first temporary article.

13. The By-Laws were amended at the Corporation’s General Extraordinary Shareholders’ Meeting held on September 1, 1995 and an abstract was executed into public deed on September 1, 1995 before Santiago Notary Public Mr. Juan Ricardo San Martín Urrejola. The abstract of this deed of amendment was published in the Official Gazette No. 35.260 on September 4, 1995, registered on September 4, 1995 on page 20.977, No. 16.988 of the Business Registry of the Santiago Real Estate Property Register for 1995 and inscribed within the margin of the corporate registration.

Among other matters, this amendment: (a) increased share capital of US$265,669,746 divided into 120,376,972 Series A shares without nominal value and 83,007,413 Series B shares without nominal value to a new share capital of US$435,669,746 divided into 120,376,972 Series A shares without nominal value and 120,376,972 Series B shares without nominal value and (b) replaced article 5 of the By-Laws, renamed the temporary article as temporary article 1 and incorporated temporary article 2.

14. The By-Laws were amended at the Corporation’s Extraordinary Shareholders’ Meeting held April 26, 1996 and an abstract was executed into public deed on May 3, 1996 before Santiago Notary Public Mr. Juan Ricardo San Martín Urrejola. The abstract of this deed of amendment was published in the Official Gazette No. 35.466 on May 14, 1996, registered on page 11.504 No.9.332 of the Business Registry of the Santiago Real Estate Property Register for 1996.
Among other matters, this amendment: (a) indicated that share capital amounts to US$415,160,946 divided into 120,376,972 Series A shares without nominal value and fully paid and 120,376,972 Series B shares without nominal value and fully paid and (b) modified Article 5, annulled transitory article No. 2 and renamed transitory article No.1 as transitory article.

15. The By-Laws were amended at the Corporation’s Extraordinary Shareholders’ Meeting held on April 28, 1997 and an abstract was executed into public deed on April 28, 1997 before Santiago Notary Public Mr. Juan Ricardo San Martín Urrejola. The abstract of this deed of amendment was published in the Official Gazette No. 35.758 on May 6, 1997, registered on May 9, 1997 on page 11.099 No. 8.802 of the Business Registry of the Santiago Real Estate Property Register for 1997 and inscribed in the margin of the corporate registration.

Among other matters, this amendment: (a) increased the term that Directors serve from 2 to 3 years and (b) modified Articles 10 and 14 of the By-Laws.

16. The By-Laws were amended at the Corporation’s Extraordinary Shareholders’ Meeting held on February 6, 1998 and an abstract was executed into public deed on February 6, 1998 before Mr. Oscar Ernesto Navarrete Villalobos, Deputy Notary Public for Santiago Notary Public Mr. Juan Ricardo San Martín Urrejola. The abstract of this deed of amendment was published in the Official Gazette No.35.986 on February 9, 1998, registered on February 9, 1998 on page 3.556 No. 2.851 of the Business Registry of the Santiago Real Estate Property Register for 1998 and inscribed within the margin of the corporate registration.

Among other matters, this amendment (a) increased the Corporation’s share capital from US$415,160,946 divided into 120,376,972 Series A shares without nominal value and fully paid and 120,376,972 Series B shares without nominal value and fully paid to US$494,160,946 divided into 143,376,972 Series A shares without nominal value and 120,376,972 Series B shares without nominal value and (b) replaced Article 5, renamed the transitory article as transitory article No.1 and incorporated a new transitory article No.2.

17. The By-Laws were amended at the Corporation’s Extraordinary Shareholders’ Meeting held November 20, 1998 and an abstract was executed into public deed on November 20, 1998 before Santiago Notary Public Mr. Juan Ricardo San Martín Urrejola. The abstract of this deed of modification was published in the Official Gazette No. 36,224 on November 26, 1998, registered on November 26, 1998 on page 29.145 No.23.338 of the Business Registry of the Santiago Real Estate Property Register for 1998 and inscribed within the margin of the corporate registration.

Among other matters, this amendment replaced article 31 and transitory article No.2.
18. The By-Laws were amended at the Corporation’s Extraordinary Shareholders’ Meeting held April 26, 2002 and an abstract was executed into public deed on April 26, 2002 before Santiago Notary Public Mr. Juan Ricardo San Martín Urrejola. The abstract of the deed of amendment was published in the Official Gazette No. 37.251 on May 6, 2002, registered on May 6, 2002 on page 11.150 No.9.227 of the Business Registry of the Santiago Real Estate Property Register for 2002 and inscribed within the margin of the corporate registry.

Among other matters, this amendment modified article 13 in order to eliminate the penalty applicable to Directors who left the country for over three months.

19. The By-Laws were amended at the Corporation’s Extraordinary Shareholders' Meeting held May 25, 2005 and an abstract was executed into public deed on May 26, 2005 before Santiago Notary Public Mr. Juan Ricardo San Martín Urrejola. The abstract of this deed of amendment was published in the Official Gazette No. 38,179 on June 7, 2005, registered on June 8, 2005 on page 19.598 No.14.193 of the Business Registry of the Santiago Real Estate Property Register for 2005 and inscribed within the margin of the corporate registry.

Among other matters, this amendment modified article 31 in order to incorporate the concept of “related persons” and other associated terms that were already included in article 31 Bis of said By-Laws.
BY-LAWS

TITLE I
Name, Address, Duration, and Purpose.

ARTICLE 1. – A Corporation is constituted under the name of “SOCIEDAD QUIMICA Y MINERA DE CHILE S.A.”, and for advertising purposes it may also operate as “SOQUIMICH” or “SQM”. It will be governed by the present By-Laws and by the provisions of Law N° 18,046, in its Regulations, and other pertinent provisions in force and their amendments.

ARTICLE 1 BIS. – Notwithstanding the foregoing, the Corporation is subject to the provisions contained in the Decree Law N° 3,500 and its amendments, since it falls within the conditions foreseen under Title XII of such Decree Law.

ARTICLE 2. – The Corporation will have its legal domicile in the City of Santiago, notwithstanding the special legal domiciles of its agencies or branches, and offices to be established in other locations within the country or abroad.

ARTICLE 3. – The duration of the Corporation will be indefinite.

ARTICLE 4. – The Corporation’s specific purposes will be to: (a) perform all kinds of chemical or mining activities and businesses, including, among others, those related to research, prospecting, extracting, production, operating, processing, purchasing, disposing of, and commercializing, as applicable, of all types of metallic and non-metallic and fossil mineral substances and elements of any type or nature that it finds or obtains from them or from one or more concessions or mining deposits, and in their natural or converted state, or transformed into different raw materials or manufactured or partially manufactured products, and of all rights and properties thereon; (b) manufacture, produce, work, purchase, transfer ownership, import, export, distribute, transport, and commercialize in any way, all kinds of fertilizers, components, raw materials, chemical, mining, agricultural, and industrial products, and their by-products; (c) generate, produce, distribute, purchase, transfer ownership, and commercialize, in any way, all kinds of electrical, thermal, or other type of power, and hydric resources or water rights in general; (d) request, manifest, claim, constitute, explore, work, lease, transfer ownership, and purchase, in any way, all kinds of mining concessions; (e) purchase, transfer ownership, and administer, in any way, any kind of telecommunications, railroads, ships, ports, and any means of transport, and represent and manage shipping companies, whether maritime or by air, and transport in general; (f) manufacture, produce, commercialize, maintain, repair, assemble, construct, disassemble, purchase and transfer ownership, in any way, any kind of components, parts, spares, or parts of equipment, machines,
and electromechanical structures and substructures in general, and execute, develop, advice, and commercialize, any kind of electromechanical or smelting activities; (g) purchase, transfer ownership, lease, and develop any kind of agribusiness and forestry activities, in any way; (h) purchase, transfer ownership, lease, and commercialize, in any way, any kind of urban or rural real estate; (i) provide any kind of health services and manage hospitals, clinics, or similar facilities; (j) construct, maintain, purchase, transfer ownership, and manage, in any way, any kind of roads, tunnels, bridges, water supply systems, and other required infrastructure works, without any limitation, regardless of whether they may be public or private, among others, and participate in bids and enter into any kind of contracts, and to be the legal owner of the applicable concessions; and (k) purchase, transfer ownership, and commercialize, in any way, any kind of intangible properties such as shares, bonds, debentures, financial assets, commercial papers, shares or rights in corporations, and any kind of bearer securities or instruments, and to administer such investments, acting always within the Investment and Financing Policies approved by the corresponding General Shareholders' Meeting. The Corporation may comply with the foregoing acting by itself or through or with other different legal entities or natural persons, within the country or abroad, with own properties or owned by third parties, and additionally, in the ways and territories, and with the aforementioned properties and purposes, it may also construct and operate industrial or agricultural facilities or installations; constitute, administer, purchase, transfer ownership, dissolve, liquidate, transform, modify, or form part of partnerships, institutions, foundations, corporations, or associations of any kind or nature; perform all actions, enter into all contracts, and incur in all obligations convenient or necessary for the foregoing; perform any business or activity related to its properties, assets, or patrimony, or with that of its affiliates, associated or related companies, and render financial, commercial, technical, legal, auditing, administrative, advisory, and other pertinent services.

**TITLE II.**

**Capital and Shares.**

**ARTICLE 5.** – The Corporation's share capital amounts to US$477,385,979 divided into or represented by 142,819,552 Series A shares and 120,376,972 Series B shares.

All such shares are registered, have no par value and are fully issued, subscribed, and paid. The Series B shares may in no case exceed 50% of the Corporation's total issued, subscribed and paid shares and have a restricted right to vote as they can only elect one Director of the Corporation, regardless of its ownership on the total shares of the Corporation and the preferences of (a) calling to an Ordinary or Extraordinary Shareholders' Meeting when the shareholders of at least 5% of Series B issued shares request it and (b) call an Extraordinary Board of Director's Meeting, without the qualification of the same by the Chairman, when it is requested by the Director elected by the
shareholders of said Series B. The restriction and preferences of the aforementioned Series B shares will be in force for 50 continuous years as of June 3, 1993. The Series A shares have the preference to exclude the Director elected by the shareholders of the Series B shares from the voting process in which the Chairman of the Board of Directors and of the Corporation is to be elected, if there is a tie in the first voting process. The preference of the Series A shares will be in force for 50 continuous years as of June 3, 1993. All shares will be registered shares and the form of the listed securities, their issuance, exchange, disabling, loss, replacement, assignment, and other circumstances thereon will be ruled pursuant to the provisions of Law N° 18,046 and its Regulations.

**ARTICLE 5 BIS.** – No person, directly or by means of related third parties, may concentrate more than 32% of the Corporation’s capital with right to vote. Minority shareholders must have at least 10% of the Corporation’s capital with right to vote, and at least 15% of such capital must be underwritten by over 100 shareholders not related among them, and each of them must own a minimum equivalent to 100 UF (indexed monetary units) in shares, according to the value determined in the last balance. The Corporation’s administrators must pursue the strict compliance of the foregoing, pursuant to the applicable terms established in the Decree Law N° 3,500. In addition, the Corporation will register under the applicable shareholder’s name, only the amount of shares which do not surpass the stock’s concentration limit established in these By-Laws, when requested to register some stock transfer. In the event that some shareholder owns an amount of shares greater than the number allowed by these By-Laws, the Corporation, within 15 days, must inform the shareholder about it, in order for him to sell the remnant. This is without detriment of the obligation for both parties to sign a commitment of non concentration of shares, under the terms provided by Decree Law N° 3,500. Shareholders will have no right to underwrite preferred shares, when this implies surpassing the concentration margin established in these By-Laws. The Corporation may request from its shareholders the information requested to determine if there are related persons or, in case the shareholders are legal entities, the names of their main partners or shareholders, and those of the natural persons related thereon. The shareholders will be obliged to provide such information. Minority shareholder and related persons are to be understood as per the definitions stated thereon, in the Decree Law N° 3,500 and in Law N° 18,045.

**ARTICLE 6.** – The Corporation will keep a record of every shareholder, registering the amount of shares owned by each of them, and their domiciles.

**ARTICLE 7.** – The Corporation neither recognizes nor accepts divided shares. In the event two or more persons are sharing one stock, they must appoint a common representative.
ARTICLE 8. – Once the loss, theft, robbery, or disabling of a listed security, or another similar accident, has been verified, the replacement of the listed security will be performed pursuant to the rules in Law N° 18,046, and its Regulations.

TITLE III.
Administration.

ARTICLE 9. – The Corporation will be managed by a Board of Directors composed of 8 members. Series A Shareholders will elect 7 Directors, and Series B shareholders will elect 1 Director. The Directors may be shareholders or not. At least one of said eight Directors should be independent as referred to in Law N° 18,046 and the appointment and replacement of said independent Director shall be carried out in compliance with the provisions of said Law. The Corporation must also appoint a Directors Committee that shall hold the authorities and duties described in Article 50 bis of Law N° 18,046 and shall be made up in the manner described in said article. The deliberations, agreements, and organization of the Committee shall be governed, in everything applicable, by the regulations regarding the Corporation’s Board of Directors Meetings.

ARTICLE 10. – Directors will remain 3 years in their posts, and they can be reelected indefinitely. The Directors will stay in their posts after the date of expiration, if the Annual Shareholders’ Meeting has not been held in time, so as to elect the new Directors. In that event, the Board of Directors must call a Meeting as soon as possible, so as to appoint the applicable Directors, within the period stipulated by Law.

ARTICLE 11. – In order to elect the Directors in the applicable General Shareholders’ Meeting, each Series A stock and each Series B stock will have the right to only one vote. Series A shareholders and Series B shareholders will vote separately, and those persons with the highest majority in each Series will be elected, until the number of posts each Series has the right to elect has been completed.

ARTICLE 12. – The minutes containing the Directors’ election performed in the applicable General Shareholders’ Meetings will include the names of all Series A and Series B shareholders attending the meeting, specifying the number of shares they voted for themselves or acting for third parties, and stating the general result of the election. Said Minutes must also indicate the names of all candidates proposed to be elected as Independent Directors and whether or not said candidates made available, in a timely manner, the sworn affidavit indicated in Article 50 bis of Law N° 18,046 to the Corporation’s CEO.
ARTICLE 13. – The Director who does not attend 3 consecutive meetings due to reasons not considered as reasonable by the Board of Directors, will as a matter of fact stop performing his functions, and must be replaced without delay and formalities. In this case, and in the event of conflict of duties, resignation, dismissal, death, bankruptcy, or any other inability disabling a Director to perform his duties, the Board of Directors will proceed to appoint the replacing Director(s), pursuant to the Law, and who will stay in their duties until the next General Shareholder’s Meeting to be held by the Corporation and, in which, all the Directors are to be elected.

ARTICLE 14. – In the first meeting to be held by the Board of Directors after the election, a Chairman and, immediately afterwards, a Vice-Chairman will be appointed from among its members. These appointments will be made with the agreeing votes of the absolute majority of Directors attending the meeting, and in the event of a tie, a new voting will be performed, where only the Directors elected by Series A shareholders will participate. Each of them will remain 3 years in his post, and can be reelected indefinitely. If any of these posts becomes vacant due to any reason, before the expiration period stated in the foregoing paragraph, the Directors will appoint someone new for the remaining period. The foregoing will be performed with the same quorum, and restrictions indicated for a tie. In the Board of Directors’ Meetings, the duties of Secretary will be performed by the Corporation’s Chief Executive Officer or by the person specifically designated for such purpose by the Board of Directors.

ARTICLE 15. – The Board of Directors will meet or be in session at least once a month and the Director’s Committee will meet at least once every three months. There will be ordinary and extraordinary Board of Directors’ meetings. The former will be held on dates previously specified by the same Board of Directors. The latter will be held when specially called for by the Chairman of the Board of Directors or of the Directors Committee, as applicable, himself or due to instructions of one or more Directors, subject to the previous judgment of the need thereon by the Chairman, unless the meeting is requested by the absolute majority of the Directors, or, in the case of the Board of Directors only, by the Director elected by the Series B shareholders, events in which the meeting is to be held without the previous judgment of its need. In the extraordinary meetings, only the matters specifically indicated in the meeting’s notice can be discussed.

ARTICLE 16. – Transactions between the Corporation and its Directors are governed by the provisions under Title XVI of Law N° 18,046. Such provisions will be applied when one or more Directors intervene on their own behalf, and, also, when they intervene in representation of third parties or when one or more of the remaining people who are related to or linked with such Directors intervene as stated in said Title.
ARTICLE 16 BIS. – The Corporation may only carry out transactions with parties related to it in accordance with the provisions under the Title XVI of Law N° 18,046. All acts and contracts entered into by the Corporation with its majority shareholders, its Directors or Chief Executives, or with persons related to them, must be previously approved by two-thirds of the Board of Directors, and must be recorded in the corresponding Minutes, without detriment to the provisions thereon, in under Title XVI of Law N° 18,046, and other applicable provisions of the same body of laws, or its Regulations concerning Directors.

ARTICLE 17. – Directors will be remunerated for their duties. The amount of the remuneration for Directors and for members of the Director’s Committee will be fixed yearly by the General Ordinary Shareholders’ Meeting.

ARTICLE 18. – The Board of Directors, in order to comply with the corporate purposes, fact which is not necessary to demonstrate before third parties, will have the Corporation’s court-ordered representation and out-of-court representation, and will be invested of all administrative and disposing powers that can be legally granted to it, including those acts and contracts that require special authority, excluding only those issues that the Law or these By-Laws establish as exclusive of the General Shareholders’ Meetings. The foregoing is without detriment of the court-ordered representation corresponding to the Corporation’s Chief Executive Officer.

ARTICLE 18 BIS. – While performing the duties indicated in the foregoing article, the Board of Directors must always remain within the limits determined by the investment and financing policy approved by the Ordinary Shareholder Meeting, pursuant to the provisions of Article 119 of Decree Law N° 3,500.

ARTICLE 19. – The quorum for the Board of Directors’ meetings will be of 5 members, and the agreements will be accepted by the majority of the attending Directors. In the event of a tie, the vote of the presiding party will decide. The quorum for the Directors Committee to be held will be two of its members and the agreements will be accepted by the majority of the attending Directors. In the event of a tie, the vote of the presiding party will decide.

ARTICLE 20. – The Board of Directors may commission part of its authority to the Corporation’s Chief Executives, Executives, Assistant Executives, or Attorneys, to a Director or a Commission of Directors, and for purposes expressly determined, to third parties.

ARTICLE 21. – The deliberations and agreements of the Board of Directors and the Directors Committee will be recorded in a special minutes book, which must be signed by the members attending the meeting, and by the Secretary. If one of them dies or becomes unable for any reason,
the circumstance of this impediment will be recorded in the footer thereof. The Minutes will be considered as approved from the moment it has been signed by the aforementioned persons, and as of such moment onward, the agreements may be put into force. Notwithstanding the above, the unanimous decision of the Directors attending a meeting may provide that the agreements reached in it are put into effect without waiting for the approval of the Minutes and to that end, shall record the agreement in a document signed by these Directors. However, the corresponding Minutes must be signed prior to the next Ordinary Board of Directors meeting.

ARTICLE 22. – The Director wishing to exempt his liability for some act or agreement of the Board of Directors, must state his opposition in the Minutes, and the Chairman of the Board of Directors must inform such matter in the next General Shareholders’ Meeting.

TITLE IV.
Chairman and Vice-Chairman
of the Board of Directors. Chief Executive Officer.

ARTICLE 23. – The Chairman will be the Chairman of the Board of Directors, and of the General Shareholders’ Meetings, and he will be specially entrusted to: (a) Act as chairman of the Board of Directors’ meetings, and of the General Shareholders’ Meetings; (b) summon the Board of Directors Meetings and Shareholder Meetings in conformance with these By-laws and the Law, and (c) Perform other duties indicated in these By-Laws, and in the Law or those entrusted to him by the Board of Directors.

ARTICLE 24. – The Vice-Chairman will replace the Chairman in the event of absence or temporary inability of the latter, with the same powers and without the need to demonstrate this fact to third parties. In the event of absence or inability of the Vice-Chairman, he will be replaced by the senior Director and, if this is not possible, by the Director appointed by the Board of Directors.

ARTICLE 25. – The Board of Directors will appoint a Chief Executive Officer, who will have all the powers and duties applicable to a commercial agent, and those others provided in the Law or in these Bylaws, or specifically assigned to him by the Board of Directors. The post of Chief Executive Officer is in conflict with the post of the Corporation’s Chairman, Vice-Chairman, Director, Auditor, or Accountant.
TITLE V.
General Shareholders’ Meetings.

ARTICLE 26. – The Shareholders will hold Ordinary and Extraordinary Meetings.

ARTICLE 27. – The Ordinary Meeting will take place within the four month period following the Balance’s date, in the place, date, and time determined by the Board of Directors, to address the following matters: (a) To approve or reject the Report Statement, the Balance and the Financial Statements submitted by the Corporation’s Board of Directors or the Receivers; to review the Corporation’s condition and the inspectors’ reports; (b) To pronounce on the distribution of profits, if any, for each accounting year and, specially, on the distribution of dividends; (c) To elect, when applicable, or to revoke the members of the Board of Directors, the Receivers or Inspectors; (d) To designate yearly independent external auditors in order to review the Corporation’s accounting, inventory, balance, and other financial statements, with the commitment of submitting a written report during the next General Ordinary Shareholders’ Meeting, about the fulfillment of its mandate with at least 15 days in advance to such meeting; (e) To set the Board of Directors and Directors Committee remunerations and determine the expense budget for the operation of the Directors Committee and its advisors, and; (f) any other matter related to the Corporation’s interests and operation and that should not be addressed in an Extraordinary Shareholder Meeting pursuant to the provisions in the Law or in these By-laws. The Ordinary Shareholders Meeting shall also take place when so determined by the Superintendence of Securities and Insurance.

ARTICLE 27 BIS. – In addition to the foregoing article, the Ordinary Meeting will approve the investment and financing policy proposed by the Administration, in the terms provided in Article 119, of the Decree Law N° 3,500. The Ordinary Meeting will also annually designate 2 Regular and 2 Alternate Account Inspectors with the authority established in Article 51 of Law N° 18,046.

ARTICLE 28. – The General Extraordinary Shareholders’ Meeting will be held when the Board of Directors deems necessary, when requested by shareholders representing at least 10% of the Corporations’ total shares issued with the right to vote, or when requested by Series B shareholders representing at least 5% of the issued Series B shares, in order to address the following matters: (a) Dissolution of the Corporation; (b) Transformation, merger, or division of the Corporation and amendment of its By-Laws; (c) Issuing bonds or debentures that may be converted into shares; (d) Transferring the ownership of the assets and formulation or modification of the business plans mentioned in Article 67 number 99 of the Law N° 18,046 ; (e) approve or ratify the celebration of acts or contracts with related parties pursuant to the provisions in Article 147 of the Law N° 18,046 (f) Furnishing collateral securities or personal guarantees to give bail for third party’s liabilities, except if these are subsidiary Corporations, in which case the Board of Directors’ approval will be
enough, and (f) Other matters which are determined by the Law, by these By-Laws or by the Board of Directors. All matters indicated in above letters (a), (b), (c), (d), and (e) can only be agreed upon in a meeting held in the presence of a Notary Public, who must attest that the written Minutes is a true statement of what happened, and was agreed upon in the meeting. The Extraordinary Shareholders Meeting shall also take place when so determined by the Superintendence of Securities and Insurance. When calling a General Extraordinary Shareholders' Meeting, the notice must indicate its objective, and only those matters included in the notice can be addressed.

**ARTICLE 28 BIS.** – Notwithstanding the foregoing article, other matters to be addressed in the Extraordinary Meeting are: (a) Transferring the ownership of the Corporation’s properties or rights, considered essential for its operation, according to the financing policy, as well as setting up guaranties thereon, and (b) The anticipated modification of the investment and financing policy approved by the Ordinary Meeting.

**ARTICLE 29.** – The call to a Shareholders’ Meetings, either Ordinary or Extraordinary, will be carried out by means of a highlighted advertisement, published at least 3 times, on different days, in the newspaper of the legal address determined by the Shareholders’ Meeting, and in the manner and under those conditions indicated by the Regulations. Additionally, a notice will be sent by mail to each shareholder at least 15 days prior to the date of the Meeting, which will also include a reference to the matters to be addressed in the meeting and the vindications of how to obtain copies of the full documents that give the grounds for the diverse options to be submitted to vote. However, those meetings with the attendance of all shares with a right to vote may be legally held, even if the foregoing formal notice requirements are not met. Any Shareholders’ Meeting must be informed to the Superintendence of Securities and Insurance, at least 15 days in advance.

**ARTICLE 30.** – The General Shareholders’ Meetings, either Ordinary or Extraordinary, will be constituted in its first notice with shares representing at least the absolute majority of the shares issued with a right to vote, and in its second notice, with those that are attending, whatever their number. Agreements will be adopted by the absolute majority of the present or represented shares with right to vote, without detriment of those special majorities stated by the Law or these By-Laws. The agreements to increase Series B shares’ participation above 50% of the Corporation’s total shares, will require the agreeing vote of two thirds of the shares present or represented with right to vote, in the respective Corporation’s General Shareholders’ Meeting.

**ARTICLE 31.** – Only Shareholders who are registered in the Corporation’s Shareholders Registry 5 business days prior to a General Shareholders’ Meeting will have the right to voice and vote in such a meeting. Each shareholder will have the right to 1 vote for each share it owns or represents. No holder of Series A or Series B shares will have the right to exercise, for itself or on behalf of other
holders of the same Series A or Series B shares, the right to vote for more than 37.5% of the subscribed shares with right to vote of each one of said Series. For purposes of calculating such percentage, shares owned by persons related to such shareholder shall be added to shares held by such shareholder. Apart from the aforesaid voting limitations, and the preferences corresponding to the pertinent shares, the holders of both series of shares will have identical rights in the Corporation. Shareholders may be represented in shareholders meetings by third parties, whether or not such third party is also a shareholder, by means of a proxy directed to the Corporation.

**ARTICLE 31 BIS.** —Notwithstanding anything contained in the preceding article, no shareholder, will have the right to exercise for itself or on behalf of other holders the right to vote for more than 32% of the subscribed shares of the Corporation entitled to vote, with any excess above 32% being deducted for this purpose. For purposes of calculating such percentage, shares owned by persons related to such shareholder shall be added to shares held by such shareholder. In addition, no person may represent shareholders that collectively have more than 32% of the subscribed shares of the Corporation.

**ARTICLE 32.** — Parties attending the Meeting must sign an attendance sheet where, under each signature, the signatory’s stock number and Series, and the stock number and Series he is representing, with the name of the represented party, must be indicated.

**ARTICLE 33.** — The voting in the meetings will be effected according to the provisions of these By-laws, of Law N° 18,046 and its Regulations and the deliberations, votes, and agreements of the Meetings will be recorded in a special minutes book that will be kept by the Secretary. The Minutes will be signed by the Chairman or whoever replaces him, by the Secretary and by three shareholders chosen at the meeting or by all attending shareholders if they should be less than three. The minutes shall be understood as approved at the time of their signing by the indicated parties and, as of that moment, the agreements made in the meeting may be carried out.

**ARTICLE 34.** — The inspectors elected by the Ordinary Shareholders’ Meeting must review the Corporation’s accounting, inventory, balance, and other financial statements, and provide a written report, in the next General Ordinary Shareholders’ Meeting, about the fulfillment of that mandate or by whom replaces him, by the Secretary and by 3 shareholders elected in the Meeting, or by all shareholders if they were less than 3. The Minutes will be considered as approved from the moment it has been signed by the aforementioned persons, and from that moment on, the agreements taken in it may be put into force.
TITLE VI.
Balance and Profit Distribution

ARTICLE 35. – Each year, on December 31, the accounting period will be closed and a General Balance of the Corporation’s assets and liabilities will be performed.

ARTICLE 36. – The Board of Directors must submit a detailed annual report to the Ordinary Shareholders’ Meeting about the Corporation’s condition in the last accounting period, along with the general balance, the income and loss statement, and the report thereon submitted by the inspectors. All these documents must clearly indicate the condition of the Corporation’s patrimony at the closing of the respective accounting period, and the profits earned or losses suffered therein. On a date no later than the first notice calling the General Ordinary Meeting, the Board of Directors must send a copy of the Corporation’s balance and annual report to each shareholder registered in the respective register, including the report of the inspectors and their respective notes. The duly audited general balance and income and loss statements, and the other information determined by the Superintendence of Securities and Insurance, will be published once in a newspaper of wide circulation, in the location of the legal residence, at no less than 10 days and no more than 20 days in advance of the Meeting which will determine thereon. Additionally, the aforementioned documents must be submitted within the same term to the Superintendence of Securities and Insurance, in the number of copies that the latter determines and they must be published on the Corporation’s website. The annual report, balance, inventory, minutes of the Board of Directors and Meetings, books, and inspectors’ reports, must be at the shareholders’ disposal in the Corporation’s offices, 15 days prior to the Meeting. If the general balance and income and loss statement are changed during the Meeting, the pertinent modifications will be sent to the shareholders within 15 days following the Meeting, and will be published in the same newspaper in which those documents were published, and within the same term.

ARTICLE 36 BIS. – Notwithstanding the foregoing article, the Board of Directors will send a copy of the investment and financing policies to be presented in the Ordinary Meeting to each shareholder registered in the respective Registry.

ARTICLE 37. – Dividends will be paid exclusively out of the accounting period’s net profits, or out of the profits retained from balances already approved by the Shareholders’ Meeting and will be distributed according to the respective Shareholder’s determinations or to the Law N° 18,046 and its regulations. If the Corporation has accrued losses, the profits earned in the accounting period will be assigned in first place, to absorb such losses.
ARTICLE 38. – At least thirty per cent of the accounting period’s net profits will be distributed yearly as dividend in money to the shareholders, proportionally to their shares, except as otherwise determined unanimously by the issued shares in the respective Meeting.

TITLE VII.
Dissolution and Liquidation

ARTICLE 39. – The Corporation will be dissolved for those reasons indicated in Article 103 of Law N° 18,046.

ARTICLE 40. – Once the Corporation has been dissolved, it will be liquidated by a receiver committee composed of 3 members elected by the Shareholders’ Meeting, which will also determine the committee’s authorities, obligations, remuneration, and term.

TITLE VIII.
Arbitration

ARTICLE 41. – Any problem arising among the shareholders, or among them and the Corporation or its administrators, during its effective period or its liquidation, will be resolved by an arbitrator appointed by mutual agreement of the parties. If there is no agreement between the parties, the Superintendent of the Superintendence of Securities and Insurance, or the Ordinary Courts will make the appointment. The aforementioned arbitrage will not restrain the possibility that, when a conflict arises, the claimant may remove his knowledge for the arbitrator’s competency and submit it to the decisions of Ordinary Courts.

TITLE IX.
Special Regulations.

ARTICLE 42. – While the Corporation is subject to the provisions contained in Title XII, and other pertinent provisions of the Decree Law N° 3,500, any modifications to the regulations established in Articles 1 BIS, 5 BIS, 16 BIS, 18 BIS, 27 BIS, 28 BIS, 31 BIS, and 36 BIS, and in this Article 42, will require the quorum set forth in Article 121 of the mentioned Decree Law N° 3,500.

TRANSITORY ARTICLE 1. – The restriction and preferences of the Corporation’s shares will extinguish as a matter of course at the term of 50 years, starting June 3, 1993. After this term, all shares in force at such date will be automatically converted into ordinary shares of the Corporation
and its Board of Directors will call an Extraordinary General Shareholders’ Meeting as soon as possible with the purpose of adapting and modifying the pertinent By-Laws.


PATRICIO CONTESSE G.
Chief Executive Officer